

REED SMITH SHAW & MCCLAY LLP

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November 8, 1999

VIA HAND DELIVERY

RECORDATION NO. 12419-B FILED

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street NW, Suite 700
Washington, D.C. 20423-0001

NOV 9 '99

10-50AM

Dear Mr. Williams:

On behalf of Mellon Leasing Corporation, I have enclosed two original executed copies of the document described below, to be filed and recorded pursuant to Section 11301 of Title 49 of the United States Code.

This document is a Termination and Release of Security Agreement-Trust Deed (the "Termination"), a secondary document, dated November 8, 1999, made by Bank of America, N.A. in favor of Mellon Leasing Corporation.

The primary document to which this Termination is connected is a Security Agreement-Trust Deed, dated as of November 1, 1980, from New England Merchants Leasing Corporation B-10, Debtor to The First National Bank of Kansas City, Secured Party under Recordation No. 12419. Accordingly, it is requested that this document be given the next available letter designation under Recordation No. 12419.

The names and addresses of the parties to the document are as follows:

Secured Party:

Bank of America
910 North 11th
St. Louis, MO 63101

Debtor:

Mellon Leasing Corporation
Room 4444
One Mellon Bank Center
500 Grant Street
Pittsburgh, PA 15258

A description of the equipment covered by the document follows:

100 100-ton, 4,750 cubic foot Covered Hopper Cars manufactured by ACF Industries Incorporated, with identifying numbers FLIX 3400 through FLIX 3499, both inclusive.

REED SMITH SHAW & MCCLAY LLP

The Honorable Vernon A. Williams

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November 8, 1999

A short summary of the document to appear in the index follows:

Termination and Release of Security Agreement - Trust Deed made by Bank of America, N.A. to Mellon Leasing Corporation dated November 8, 1999 and covering 100 100-ton, 4,750 cubic foot Covered Hopper Cars manufactured by ACF Industries, Incorporated, with identifying numbers FLIX 3400 through 3499, both inclusive, and connected to the Security Agreement - Trust Deed with Recordation No. 12419.

A fee of \$26.00 is enclosed. Please return one original of the Termination to the courier delivering this package. Please contact me at the above number if you have any questions regarding the enclosed Termination.

Very truly yours,

REED SMITH SHAW & MCCLAY LLP

By 
Angela D. Haney

ADH/cg
Enclosure

cc: Frank T. Guadagnino, Esq.

RECORDATION NO. 12419-B

FILED

TERMINATION AND RELEASE OF
SECURITY AGREEMENT-TRUST DEED

NOV 9 '99

10-50AM

From BANK OF AMERICA, N.A., a national banking association (the "Secured Party") and successor by merger to THE FIRST NATIONAL BANK OF KANSAS CITY (the "Original Secured Party") to MELLON LEASING CORPORATION, a Pennsylvania corporation ("Mellon") an indirect assignee of the rights of NEW ENGLAND MERCHANTS LEASING CORPORATION B-10, a Massachusetts corporation (the "Original Debtor"), under that certain Security Agreement-Trust Deed dated as of November 1, 1980 from the Original Debtor to the Original Secured Party (the "Security Agreement").

BACKGROUND

A. The Original Debtor and Original Secured Party were parties to a leasing arrangement pursuant to which they entered into the Security Agreement.

B. The assets described on Exhibit A hereto (the "Assets") were transferred by the Original Debtor to New Bank of New England, N.A., a national banking association ("New BNE") on July 12, 1991. New BNE transferred the Assets to Ameritrust Company of New York, a New York chartered trust company, as Owner Trustee and General Electric Capital Corporation, a New York corporation, as Owner Participant ("GECC"), on or about December 12, 1991. GECC transferred its interest as Owner Participant to Mellon on September 30, 1992.

C. The leasing arrangement is no longer in place and the obligations under the Security Agreement have been discharged.

In consideration of the premises and intending to be legally bound, the Secured Party hereby agrees that the Security Agreement is terminated and made void, and hereby releases its lien on and security interest in the Assets and any other collateral granted pursuant to the Security Agreement.

WITNESS, the due execution by the Secured Party as of the 8th day of November, 1999.

ATTEST:

BANK OF AMERICA, N.A.,
successor by merger to The First
National Bank of Kansas City

By Elizabeth Moreland
Its Banking officer

By Tina Radman
Its Assistant Vice President

ATTEST:

MELLON LEASING CORPORATION

By Sandra S. Ferguson
Its Assistant Vice President

By [Signature]
Its VICE PRESIDENT

EXHIBIT A

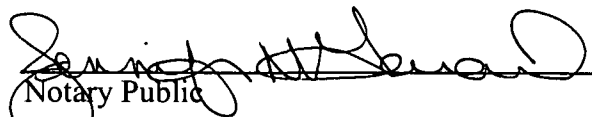
DESCRIPTION OF ASSETS

<u>Number of Items</u>	<u>Description</u>	<u>Identifying Marks and Numbers</u>
100	100-Ton 4,750 cubic foot Covered Hopper Cars Manufactured by ACF Industries Incorporated	FLIX 3400 through FLIX 3499, both inclusive

STATE OF Missouri
COUNTY OF St. Louis

On this, the 5 day of November, 1999, before me personally appeared Tina Bachmann, to me personally known, who being by me duly sworn, says that she/he is the Assistant Vice President of Bank of America, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that she/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal the day and the year aforesaid.


Notary Public
[Notarial Seal]

My commission expires:
1-29-01



STATE OF Pennsylvania
COUNTY OF Allegheny

On this, the 8 day of November, 1999, before me personally appeared Michael F. Marks, to me personally known, who being by me duly sworn, says that she/he is the Vice President of Theelon Leasing Corp, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that she/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal the day and the year aforesaid.

Marilyn A. Adamsky
Notary Public

[Notarial Seal]

My commission expires:

Notarial Seal
Marilyn A. Adamsky, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Sept. 15, 2003
Member, Pennsylvania Association of Notaries